

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

I.P. Company, L.L.C.,

Appellant,

v.

FORT HILL SQUARE ASSOCIATES and
FORT HILL SQUARE PHASE 2 ASSOCIATES,

Appellees.

C. A. NO. 04-11473-RWZ
C. A. NO. 04-12156-RWZ

Bankruptcy Case Nos.
04-13855 and 04-13857-CJK
(Jointly Administered)

ASSENTED-TO MOTION FOR STAY

IP Company, L.L.C. ("IP Company") hereby moves, with the assent of debtors Fort Hill Square Associates and Fort Hill Square Phase 2 Associates (the "Debtors"), to temporarily stay both the Appeal in case number 1:04-cv-11473-RWZ (Appeal 1) and the Appeal in case number 1:04-cv-12156-RWZ ("Appeal 2") (collectively, the "Appeals") for a period of 45 days. As grounds for such motion, IP Company states:

APPEAL 1

1. On June 7, 2004, IP Company filed Appeal 1 under 28 U.S.C. §158 from the following orders of the Bankruptcy Court: (i) Order Granting Final Approval of Use of Cash Collateral and Granting of Adequate Protection dated May 28, 2004; and (ii) Amended and Corrected Order Granting Final Approval of Use of Cash Collateral and Granting of Adequate Protection dated June 3, 2004.

2. The Notice of Appeal was docketed by the District Court on June 29, 2004 [Docket No. 1] and both parties, as well as the Official Committee of Unsecured Creditors, filed briefs with this Court [Docket Nos. 9, 13, 15, 18, 19]. Additionally, the Debtors filed, and IP Company opposed, a Motion to Dismiss Appeal [Docket Nos. 4, 5, 8].

3. At the present time, no hearing date is scheduled with regard to Appeal 1.

APPEAL 2

4. On August 26, 2004, IP Company filed Appeal 2 under 28 U.S.C. § 158 from the following orders of the Bankruptcy Court: (i) the Proceeding Memorandum/ Order of Court dated August 18, 2004 granting the Second Motion for Authorization of (1) the Permanent Use of Cash Collateral, (2) the Granting of replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral and (4) Additional Relief, dated August 23, 2004.

5. The Notice of Appeal was docketed by this Court on October 13, 2004 [Docket No. 1].

6. Presently, IP Company's brief is due November 1, 2004 and the Debtors' Reply Brief is due November 15, 2004.

GROUND FOR STAY

7. A temporary stay of the Appeals is in the interest of all parties because developments in the underlying Chapter 11 case are likely to lead to the issuance of case determinative orders within the next 30-45 days.

8. Because the outcome of such orders may accordingly have bearing upon the present Appeals, the parties request a stay of the Appeals for 45 days.

Wherefore, IP Company and the Debtors respectfully request this Court to grant a stay of the Appeals for the period of 45 days.

Respectfully submitted,

I.P. COMPANY, L.L.C.

By its attorneys,

/s/ Michael S. Gardener

Robert Popeo, BBO No. 403360
Richard E. Mikels, BBO No. 345620
Michael S. Gardener, BBO No. 185040
Kevin J. Walsh, BBO No. 629984
Daniel S. Bleck, BBO No. 560328
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.
One Financial Center
Boston, MA 02111
Tel: 617-542-6000

– and –

Charles R. Dougherty, BBO No. 132260
Epstein, Becker and Green
111 Huntington Avenue
Boston, Massachusetts 02199
Telephone: (617) 342-4000
Fax: (617) 342-4001

Dated: October 29, 2004

**FORT HILL SQUARE ASSOCIATES
FORT HILL SQUARE PHASE 2 ASSOCIATES**

By its attorneys,

/s/ Christopher M. Morrison (with permission)

Charles R. Bennett, Jr., BBO No. 037380
Kathleen E. Cross, BBO No. 556934
Christopher M. Morrison, BBO No. 651335
Hanify & King
One Beacon Street
Boston, MA 02108
Tel: 617-423-0400

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

I.P. Company, L.L.C.,

Appellant,

v.

FORT HILL SQUARE ASSOCIATES and
FORT HILL SQUARE PHASE 2 ASSOCIATES,

Appellees.

C. A. NO. 04-11473-RWZ
C. A. NO. 04-12156-RWZ

Bankruptcy Case Nos.
04-13855 and 04-13857-CJK
(Jointly Administered)

CERTIFICATE OF SERVICE

I, Michael S. Gardener, do hereby certify that on the 29th day of October, 2004, I caused a copy of the within Assented-To Motion for Stay to be served by facsimile to the following parties:

Debtor

c/o Harold B. Murphy, Esq.
Charles Bennett, Esq.
Hanify & King
One Beacon Street
Boston, MA 02108

Counsel to the Creditors' Committee

c/o William R. Baldiga, Esq.
John C. Elstad, Esq.
Brown Rudnick Berlack Israels, LLP
One Financial Center
Boston, MA 02111

Counsel to the IP Company, L.L.C.

c/o Charles R. Dougherty, Esq.
Epstein, Becker & Green, P.C.
111 Huntington Avenue
Boston, MA 02199

Dated: October 29, 2004

/s/ Michael S. Gardener
Michael S. Gardener